

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF ARIZONA

Minute Entry

FILED  
AUG 5 1999

KEVIN E. O'BRIEN, CLERK  
UNITED STATES  
BANKRUPTCY COURT  
FOR THE DISTRICT OF ARIZONA

**Hearing Information:**

Debtor: [REDACTED] WEST, L.P.  
Case Number: 2-98-12547-ECF-CGC Chapter: 11  
Date / Time / Room: THURSDAY, AUGUST 05, 1999 03:30 PM 10TH FLOOR # 6  
Bankruptcy Judge: CHARLES G. CASE II  
Courtroom Clerk: VIRGINIA BEEBY  
Reporter / ECR: RACHAEL STAPLETON

**Matter:**

EXPEDITED HEARING ON MOTION TO AMEND ORDERS ESTABLISHING BIDDING PROCEDURES AND  
APPROVING BID PROTECTION, BREAK-UP FEE AND EXPENSE REIMBURSEMENT  
R / M #: 0 / 0

**Appearances:**

SEE ATTACHED APPEARANCE SHEET

APPEARANCE SHEET

CASE NO./NAME: BCE, West

DATE/TIME: 8/5/99 3:30

COUNSEL

CLIENT

Pat Murphy  
 Larry Nylund  
 John Fries  
 Alise Lacey  
 Mark Mullin  
 Ray STROUBER  
 Daren Perkins  
 Randy Haines

GE Capital as Agent,  
 Bank of America  
 Bank of America  
 1995 Master Lease Group  
 BMAC  
 Debtor  
 Unsec Cr Note  
 dbr

(Telephonic)

David Angel  
 Richard Barry  
 Bernard Hiestberg  
 Richard Miller  
 Randy Miller  
 Tisa Lytel  
 John Strick  
 Andrew Gottfried  
 Dan Hsia  
 David Swear  
 Andrew Harty

Richard Casher

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(continue)...2-98-12547-ECF-CGC

THURSDAY, AUGUST 05, 1999 03:30 PM

**Proceedings:**

Mr. Stroube notes the parties have requested this expedited hearing to amend two orders. As of July 30, 1999 a lead proposal was not selected as ordered. The relief requested today provides modifications to facilitate acceptance of the bid in hand. Resolutions have been made to the points brought up by the Bank with four parts to the relief requested in the motion that were taken issue to. He further discusses these in depth placing the terms on the record.

Mr. Nyhan responds with clarifications in his perspective. He will oppose any increase of the fee.

Mr. Murphy notes the arrangement already in place is working and the provisions bargained for were important. He further discusses the effect of the proposed changes.

Ms. Lacey notes the 95 Lenders do not take a specific position today. She would like to see other bidders in the game.

Mr. Casher opposes the sale as premature in view of the progress the Company continues to make.

Mr. Mullin in response to the Bank's position, comments on the issues in the order as presented. He places his intent on the record with the terms of the bid.

Mr. Stroube responds to a couple of points as to what is being amended.

THE COURT REVIEWS THE EXACT PROPOSED CHANGES TO THE ORDER OF JUNE 30, 1999 AND NOTES NO OBJECTION TO THE CHANGES PROPOSED TO THE JULY 23, 1999 ORDER OR THE MODIFIED DATE CHANGES.

Mr. Stroube advises the changes are more fully outlined in the bid as an exhibit to the motion.

Mr. Nyhan replies to set the record straight. He addresses the adequate protection issue and reviews his position on the bid terms.

Mr. Murphy addresses the status of the negotiations and lender consent issue. He urges the court to agree to the \$150,000 expense reimbursement as discussed and impose a "no shop" for eight days. Accepting this bid is way premature.

COURT: BASED UPON THE STATEMENTS PLACED ON THE RECORD, IT IS ORDERED DENYING THE MOTION FOR THOSE REASONS. THE COURT ALSO MAKES SUGGESTIONS FOR PROVISIONS SIMILAR TO THE ONES PROPOSED THAT MIGHT BE APPROPRIATE AND APPROVED IN FUTURE MOTIONS.